

EXHIBIT 9

1 of 2

1 IN THE UNITED STATES DISTRICT COURT
2 FOR THE SOUTHERN DISTRICT OF NEW YORK
3 H. CHRISTINA CHEN-OSTER; LISA PARISI;
4 and SHANNA ORLICH,
-----x

5 Plaintiffs,
6

7 -against-
8

9 GOLDMAN, SACHS & CO. and THE GOLDMAN
10 SACHS GROUP, INC.,
11

12 Defendants.
13

14 CASE NO.: 10-CV-06950 (LBS) (JCF)
-----x
15

16 250 Hudson Street
17 New York, New York
18

19 July 31, 2013
20 9:40 a.m.
21

22 DEPOSITION of 30(b)(6) Witness,
23 JESSICA KUNG, before Shari Cohen, a Notary
24 Public of the State of New York.
25

Deposition of Jessica Kung, 30(b)(6)

CHEN-OSTER, et al. vs. GOLDMAN SACHS, et al.

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**DECLARATION OF THEODORE O. ROGERS, JR.
IN OPPOSITION TO PLAINTIFFS' MOTION FOR
CLASS CERTIFICATION**

**EXHIBIT 9 - TRANSCRIPT OF THE DEPOSITION OF JESSICA KUNG
DATED JULY 31, 2013
(PAGES 6-21)**

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1 **A. I was not responsible for that**
 2 **during my time in IBD.**
 3 Q. What was your next position at
 4 Goldman Sachs?
 5 **A. My next position was an analyst**
 6 **position in HCM.**
 7 Q. Approximately how long did you
 8 hold that position?
 9 **A. I have held that position until**
 10 **present day so approximately six years.**
 11 Q. Who do you currently report to?
 12 **A. I currently report to Tammy**
 13 **Rosen.**
 14 Q. How long have you reported to
 15 Tammy Rosen?
 16 **A. I have reported to her for**
 17 **roughly two years.**
 18 Q. What's her job position?
 19 **A. She's the global HCM head**
 20 **supporting IMD.**
 21 Q. Who did you report to before
 22 Tammy Rosen?
 23 **A. Before Tammy I reported to Tony**
 24 **Infante.**
 25 Q. How long did you report to Toni

Page 23

1 group?
 2 **A. My job duties were to work on**
 3 **financial analysis in support of deals and**
 4 **pitches that my team worked on.**
 5 Q. As an analyst, did you write
 6 reviews, performance reviews for other
 7 employees?
 8 **A. Yes, I did.**
 9 Q. For which other employees by
 10 title meaning analyst, associate and so forth
 11 did you write reviews for?
 12 **A. I wrote reviews for analysts,**
 13 **for associates and for vice-presidents.**
 14 MS. SULLIVAN: Just to clarify.
 15 you are talking about a 360 review?
 16 MS. SHAVER: Yes. Thank you.
 17 Q. Did you have any responsibility
 18 for determining any other employees
 19 compensation when you were an analyst in IBD?
 20 **A. Not when I was an analyst in**
 21 **IBD.**
 22 Q. How about for determining any
 23 other employees promotions?
 24 **A. During my time in IBD?**
 25 Q. Yes.

Page 25

1 Infante?
 2 **A. I reported to Toni for about**
 3 **four years.**
 4 Q. What was Toni's position during
 5 that time?
 6 **A. She was also the global HCM**
 7 **head supporting IMD.**
 8 Q. What's her current position at
 9 Goldman Sachs?
 10 **A. Toni is no longer with Goldman**
 11 **Sachs.**
 12 Q. Did she have another position
 13 after the global HCM head for IMD or did she
 14 leave after that?
 15 **A. She left after that.**
 16 Q. Have you reported to anybody
 17 else in your role as an analyst in HCM?
 18 **A. No, I have not.**
 19 Q. Have you at any time had any
 20 employees reporting to you in your position
 21 as an analyst in HCM?
 22 **A. I have not had anyone reporting**
 23 **to me while I was an analyst in HCM.**
 24 Q. Can you describe for me your
 25 job duties and responsibilities in that role?

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1 perspective we inform our clients of what the
2 quartiling population is meaning which
3 employees are eligible to be quartiled. We
4 inform them of the deadlines of the
5 distribution of the guidelines so to speak
6 surrounding quartiling and as I said before,
7 we are always there as a resource for them if
8 they have questions.

9 Q. Is it -- let me back up one
10 second. What do you mean by quartiling, are
11 you referring to manager quartiling?

12 A. I'm referring to manager
13 quartiling.

14 Q. So the record is clear, could
15 you state for me what that is?

16 A. Sure, so manager quartiling is
17 when managers rank -- is when managers assign
18 employees a number which indicates their
19 relative performance or standing versus peer.

20 Q. The number that managers assign
21 employees that's quartile one, quartile two,
22 quartile three, four and five; is that
23 accurate?

24 A. Yes, it spans one through five.

25 Q. Is it part of your job duties

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1 to distribute guidelines relating to
2 compensation as well?

3 A. As part of the administrative
4 aspect of it, yes, we do distribute
5 guidelines.

6 Q. With respect to quartiling, you
7 testified that part of the administrative
8 duties included informing employees of
9 distributions; is that right?

10 A. Informing managers about
11 distributions, yes.

12 Q. What does that mean?

13 A. Quartiling is a -- the end
14 result of quartiling is a distribution of
15 employees based on their rank so there are
16 percentages related to that distribution.

17 Q. So do you mean, for example,
18 how many employees can be in each quartile?

19 A. That's right.

20 Q. What are your job duties with
21 respect to facilitating the promotion
22 process?

23 A. For the promotion process we
24 inform our clients of the eligible population
25 to be nominated for promotion. We inform

<p style="text-align: right;">Page 30</p> <p>1 them of deadlines and we share the promotion 2 criteria and again as I said before, we are 3 also there as a resource for them if they 4 have questions.</p> <p>5 Q. What are your job duties with 6 respect to facilitation of the 360 degree 7 review process?</p> <p>8 A. Sure. So with respect to the 9 360 review process we send out communications 10 around time line for each stage of the review 11 process. We also play a role in ensuring that 12 everyone who is eligible to be reviewed 13 submits review lists so that they in fact can 14 be reviewed that year and we serve as a 15 resource for managers if they have questions 16 or employees.</p> <p>17 Q. Do you have any other job 18 duties with respect to compensation of 19 associates or vice-presidents in IMD other 20 than what you've described already?</p> <p>21 A. Nothing other than what I've 22 already described.</p> <p>23 Q. Do you have any job duties with 24 respect to promotions from vice-president to 25 managing director in IMD other than what</p>	<p>1 REDACTED FILED UNDER SEAL 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25</p>
<p style="text-align: right;">Page 31</p> <p>1 you've described already?</p> <p>2 A. Nothing beyond what I've 3 described although I would like to clarify 4 that in terms of what I described for 5 promotions, those are for promotions to VP.</p> <p>6 Q. Do you have any role in 7 facilitating promotions from VP to MD?</p> <p>8 A. Historically I have had a 9 limited role in that process. It has been 10 largely again administrative in terms of, you 11 know, time line process although our team, 12 our HCM team has become recently client 13 aligned so as we partner more with our clients 14 in the business, we are getting more involved 15 in the strategy of who's being nominated and 16 ultimately discussed for MD positions.</p> <p>17 Q. Even though your job duties 18 specifically may not have pertained directly 19 to that process promotion from VP to MD, do 20 you have insight into how it works in your 21 division?</p> <p>22 A. I do have knowledge of how it 23 works in IMD.</p> <p>24 Q. Do you have any other job 25 duties with respect to the performance</p>	<p>1 REDACTED FILED UNDER SEAL 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25</p>

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1 **the comp communication dates so those come**
2 **from the firm.**3 Q. In other words, when managers
4 are allowed to tell employees what they are
5 earning?6 A. **That's right.**7 Q. How long has IMD had a
8 compensation committee?9 A. **IMD has had a compensation**
10 **committee for as long as I can recollect.**
11 **Certainly in every year that I personally**
12 **have been on the team.**13 Q. Do you know whether it had a
14 compensation committee since 2002?15 A. **Yes, they had a compensation**
16 **committee since 2002.**17 Q. Who's a member of the committee
18 at present?19 A. **At present the IMD compensation**
20 **committee is comprised of our two division**
21 **heads, our chief operating officer and the**
22 **global IMD HCM head.**

23 Q. Again, that's Tammy Rosen?

24 A. **That's Tammy.**

25 Q. What's the name of the COO?

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1 Q. When you say some of the
2 deadlines come from the firm, where
3 specifically?
4 A. **The round one compensation**
5 **deadline is a firm deadline, the round two is**
6 **a firm deadline, bonus payment date is a**
7 **firm, it's not a deadline, but that's a firm**
8 **date, same thing with comp communication and**
9 **same thing with when original budgets are**
10 **initially delivered.**11 Q. My question was a little
12 different. When you say it's a firm deadline
13 or the deadline comes from the firm, from who
14 in the firm or from which department?15 A. **The reward team that you**
16 **mentioned earlier firm wide compensation is**
17 **one of the teams that sit in the reward group**
18 **and they are responsible for working with**
19 **senior leaders in coming up with those firm**
20 **deadlines.**21 Q. Thank you. You referred to
22 comp communication as something that comes
23 from the firm. Can you tell me what you mean
24 by that?25 A. **What I was referring to were**

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1 A. **Gavin O'Connor.**2 Q. What are the names of the two
3 division heads?4 A. **Tim O'Neill and Eric Lane.**5 Q. Anyone else on the committee at
6 present?7 A. **No one else at present.**8 Q. Has the IMD compensation
9 committee historically been comprised of the
10 two division heads, a COO and the global IMD
11 HCM head?12 A. **The compensation was not always**
13 **exactly as it is at present. It's always**
14 **comprised of the global heads and division**
15 **heads and senior business leaders.**16 Q. Has the COO always been a
17 member of the committee?18 A. **Yes.**19 Q. So in other words the roles you
20 told me are presently in the committee, is it
21 accurate that they have always been on the
22 committee, but there may have been some other
23 people?24 A. **That's right.**

25 Q. Those other people would be

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<p>1 senior business leaders; is that right?</p> <p>2 A. That's what I said, yes.</p> <p>3 Q. Could you tell me what you mean</p> <p>4 by senior business leaders?</p> <p>5 A. They would be senior partners</p> <p>6 running businesses in IMD.</p> <p>7 Q. Do you know why the senior</p> <p>8 business partners are no longer on the</p> <p>9 compensation committee?</p> <p>10 A. Previously IMD had an executive</p> <p>11 committee which comprised these senior</p> <p>12 partners. It's not all the partners in IMD</p> <p>13 that are part of it, I would just say it's</p> <p>14 just a handful that run our major businesses</p> <p>15 and so they were also our compensation</p> <p>16 committee. They were also part of our</p> <p>17 compensation committee.</p> <p>18 Q. Is it true that the executive</p> <p>19 committee and compensation committee used to</p> <p>20 be the same group?</p> <p>21 A. Yes, my understanding is when</p> <p>22 we had an executive committee it was the same</p> <p>23 as the compensation committee.</p> <p>24 Q. When did IMD cease to have an</p> <p>25 executive committee?</p>	<p>1 A. Was just as an HCM resource.</p> <p>2 Q. Is there always another HCM</p> <p>3 employee present besides the global IMD HCM</p> <p>4 head?</p> <p>5 A. Typically there is.</p> <p>6 Q. When was the next time you</p> <p>7 attended a compensation committee meeting?</p> <p>8 A. 2011.</p> <p>9 Q. Was there a special or</p> <p>10 particular reason for you to attend that</p> <p>11 meeting?</p> <p>12 A. Same reason as in 2010.</p> <p>13 Q. When was the third time?</p> <p>14 A. 2012.</p> <p>15 Q. Was there a special or</p> <p>16 particular reason for you to attend that</p> <p>17 meeting?</p> <p>18 A. Same reason as in the prior</p> <p>19 years.</p> <p>20 Q. Can you describe for me broadly</p> <p>21 the compensation committee's purpose?</p> <p>22 A. It's a broad question. Broadly</p> <p>23 speaking the compensation committee listens</p> <p>24 to all of the business units as they come and</p> <p>25 present their compensation decisions.</p>	
	Page 43	Page 45
<p>1 A. It ceased to have an executive</p> <p>2 committee -- I would say that 2010 if my</p> <p>3 recollection is correct is the last year that</p> <p>4 we had the executive committee.</p> <p>5 Q. Is there currently a head of</p> <p>6 the committee, the compensation committee?</p> <p>7 A. I don't think of there being a</p> <p>8 head of the committee. All of the</p> <p>9 participants that I mentioned are members of</p> <p>10 the committee.</p> <p>11 Q. Have you ever attended a</p> <p>12 meeting of the IMD compensation committee?</p> <p>13 A. Yes, I have attended.</p> <p>14 Q. How many times approximately?</p> <p>15 A. Approximately three times.</p> <p>16 Q. What were the circumstances</p> <p>17 that led you to attend those meetings?</p> <p>18 A. I was there as another HCM</p> <p>19 resource.</p> <p>20 Q. When was the first time you</p> <p>21 attended a compensation committee meeting?</p> <p>22 A. 2010.</p> <p>23 Q. Was there any particular reason</p> <p>24 for you to attend in 2010?</p> <p>25 MS. SULLIVAN: Objection vague.</p>	<p>1 Q. Any other purpose besides</p> <p>2 listening?</p> <p>3 A. Sure, there is a dialogue that</p> <p>4 happens as the members of the compensation</p> <p>5 committee understand how each business</p> <p>6 approached their decision making for that</p> <p>7 year. There may be questions asked during</p> <p>8 that discussion.</p> <p>9 Q. Does the committee have</p> <p>10 decision making power with respect to</p> <p>11 employee's PATC proposals?</p> <p>12 MS. SULLIVAN: Objection vague.</p> <p>13 A. I wouldn't characterize it as</p> <p>14 decision making powers because they are</p> <p>15 really there to listen to the business units</p> <p>16 present their compensation decisions. Again,</p> <p>17 as I stated before it's a dialogue. The</p> <p>18 compensation committee may ask questions, the</p> <p>19 business units will answer, but the</p> <p>20 compensation committee does not have ultimate</p> <p>21 authority over PATC.</p> <p>22 Q. Do they have authority to</p> <p>23 change the numbers that business unit leaders</p> <p>24 present?</p> <p>25 A. As part of the questioning the</p>	

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(PAGES 46-53)**

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1 managers who are involved in compensating --
2 involved in communicating compensation to our
3 employees.

4 Q. Was it distributed to managers
5 in IMD?

6 A. Yes, it was.

7 Q. Who is the author of this
8 document?

9 A. The firm wide compensation team
10 which I mentioned before is part of the
11 reward group, they are the authors of this
12 document.

13 Q. Please take a look at page two
14 under the bold face GS compensation
15 philosophy where it reads the compensation
16 recommendation process, do you see that?

17 A. Yes, I do.

18 Q. Take a minute, please to read
19 those three bullet points to yourself.

20 A. Okay.

21 Q. Are these bullet points an
22 accurate description of the compensation
23 recommendation process in IMD?

24 A. I would say that the bullet
25 points are very high level. They are

1 Q. Does IMD HCM have any input
2 into the processes for promotion from VP to
3 MD?

4 MS. SULLIVAN: Objection vague.

5 A. We have input insofar as
6 recommending deadlines and timing
7 considerations, but mainly from that
8 perspective.

9 Q. Do you have any input on who is
10 selected for candidacy for promotion?

11 A. No, HCM does not.

12 Q. Do you have any input on who is
13 selected for promotion?

14 A. No, HCM does not.

15 MS. SHAVER: Will you please mark
16 this Plaintiff's Exhibit 210.

17 (Plaintiff's Exhibit 210,
18 Compensation Communication Guide,
19 marked for Identification.)

20 Q. Do you recognize this document?

21 A. Let me just take a minute to
22 scan it. Yes, I recognize this document.

23 Q. Can you tell me what it is?

24 A. This is a compensation
25 communication guide that's distributed to

1 accurate, but they don't describe the nuances
2 in IMD. Keep in mind this is a firm wide
3 document.

4 Q. I understand. Is it fair to
5 say they are accurate at a high level?

6 A. At a high level.

7 Q. In regards to bullet point one,
8 who at the IMD divisional level receives the
9 initial aggregate compensation budgeted to
10 IMD?

11 A. The budget for compensation
12 that comes from the firm goes to our senior
13 leaders. Typically our CFO and our COO would
14 receive the detailed numbers.

15 Q. How about the division heads,
16 would they receive it too?

17 A. They would receive it too.

18 Q. Anybody else?

19 A. No, that's it.

20 Q. In regards to bullet point
21 number two, could you please describe IMD's
22 internal process for managers to make
23 individual employee total compensation
recommendations?

24 A. It's a multi-step process so

1 **I'll start with what we do once IMD as a**
 2 **division receives the budget from the firm.**
 3 **Once we have the budget from the firm, the**
 4 **budget is then allocated to our businesses.**
 5 **I also want to note that the budget we**
 6 **receive from the firm applies only to our non**
 7 **commission population. There is a separate**
 8 **process for our commission population as**
 9 **their compensation is formulaic.**

10 Q. Who is responsible for
 11 advocating the budget to businesses?

12 **A. Senior leadership of IMD is**
 13 **responsible for that process.**

14 Q. Does that include the CFO, the
 15 COO and the division heads?

16 **A. Yes, that's correct.**

17 Q. Does it include anyone else?

18 **A. Those are the primary**
 19 **individuals.**

20 Q. What's the next step?

21 **A. So once the budget is allocated**
 22 **to businesses which by the way are allocated**
 23 **based on business units relative performance**
 24 **and contribution to the division during the**
 25 **year, once businesses have their budgets,**

1 **then the managers go to making compensation**
 2 **recommendations for their employees.**

3 Q. Are the managers compensation
 4 recommendation for their employees put into
 5 the CRS database?

6 **A. Yes, they are put into the CRS**
 7 **system.**

8 Q. What's the next step?

9 **A. So after managers give their**
 10 **initial recommendations, the recommendations**
 11 **are provided to the leaders in that business**
 12 **or the business unit heads.**

13 Q. How are those recommendations
 14 provided to the business unit heads, in what
 15 format?

16 **A. They are available in CRS, the**
 17 **comp recommendation system and business heads**
 18 **have access to that as well.**

19 Q. Is there a particular deadline
 20 by which managers recommendations must be in
 21 CRS?

22 **A. Yes and it can vary by business**
 23 **so just as the firm has their deadlines and**
 24 **IMD may have our own internal deadlines,**
 25 **businesses within IMD may choose to have even**

1 **further internal deadlines to manage the**
 2 **process as they wish.**

3 Q. Is there a deadline by which
 4 the business unit leaders have to review the
 5 initial recommendations provided by the
 6 managers?

7 **A. Yes, there is.**

8 Q. What is the purpose of the
 9 business unit heads review of those initial
 10 recommendations?

11 **A. The purpose is for the business**
 12 **unit, the managers in the business unit to**
 13 **engage in a dialogue with the business unit**
 14 **head, explain their thought process around**
 15 **how they approached compensation decision**
 16 **making and to get the business head's view**
 17 **which is going to be by nature of he or she**
 18 **being head of the business broader than the**
 19 **manager's individual perspective.**

20 Q. Do the business unit heads have
 21 the authority to change the manager's
 22 compensation recommendations?

23 **A. The business unit manager as**
 24 **part of that dialogue can ask questions and**
 25 **make suggestions again because they have that**

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	<p>Page 62</p> <p>1 REDACTED FILED UNDER SEAL</p> <p>2</p> <p>3</p> <p>4</p> <p>5</p> <p>6</p> <p>7</p> <p>8</p> <p>9</p> <p>10</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p>	<p>1 document we have certain supplemental reports as well.</p> <p>2 Q. Are you referring to what's included in the table of contents for this document?</p> <p>3 A. Yes.</p> <p>4 Q. Outside of this document are there any other materials?</p> <p>5 A. No, nothing outside of this.</p> <p>6 Q. Are there any other materials produced for the compensation committee whether from HCM or another source?</p> <p>7 A. Not outside of these materials, not that I can remember.</p> <p>8 Q. You can put this aside. We'll come back to it. After the compensation committee receives these materials, what's the next step in the compensation process in IMD?</p> <p>9 A. After they receive materials, we have the compensation committee meetings that we discussed briefly before where business units come and discuss their recommendations.</p> <p>10 Q. Does every business unit leader</p>
	<p>Page 63</p> <p>1 (Plaintiff's Exhibit 211, Compensation Committee Materials, marked for Identification.)</p> <p>2 Q. Are these the materials that HCM produced for the compensation committee in 2010?</p> <p>3 MS. SULLIVAN: For the record this exhibit has been marked as attorneys eyes only.</p> <p>4 A. Let me just take a minute to --</p> <p>5 Q. Sure.</p> <p>6 A. Yes, these are the materials HCM produced. I would note that some of the materials contained in here are produced by our CFO team, the financials.</p> <p>7 Q. Is there a term that you use for this set of materials?</p> <p>8 A. We call them many different things. Usually we call it the compensation committee materials.</p> <p>9 Q. Apart from the three sections that you described, are there any other materials that HCM produces for the compensation committee each year?</p> <p>10 A. Well, as you can see in this</p>	<p>Page 65</p> <p>1 attend those meetings?</p> <p>2 A. Virtually all business unit leaders attend the meeting. We have a few groups in IMD that are very small in size and they are overseen by our COO and so our COO represents those businesses because he has oversight of those businesses at the comp committee.</p> <p>3 Q. Is it fair to say he serves the role of the business unit leader for those groups?</p> <p>4 A. He does.</p> <p>5 Q. Which businesses are those?</p> <p>6 A. Those are -- their businesses within our divisional infrastructure group.</p> <p>7 Q. Can you recall the names of those businesses off the top of your head?</p> <p>8 A. Our finance and strategy group which is our CFO team, it's our division management group, our IMD risk group and our MAS, managed account services.</p> <p>9 Q. What is the next step?</p> <p>10 A. So once the compensation committee meets and engages in that dialogue with business unit managers, there may be</p>

1 **changes that come out of that discussion so**
 2 **HCM helps facilitate the process of getting**
 3 **the changes into the CRS system and then we**
 4 **submit our round one to the firm.**

5 Q. What changes may come out of
 6 that discussion at the compensation
 7 committee?

8 **A. So as I stated before, during**
 9 **the business unit presentations to the**
 10 **compensation committee where the business**
 11 **unit leaders are presenting their thoughts**
 12 **around how they made the allocations, the**
 13 **compensation committee may have questions or**
 14 **suggestions on how certain dollars may be**
 15 **reallocating either at a macro level or on an**
 16 **employee specific basis and so those**
 17 **conversations occur, the business unit heads**
 18 **and the comp committee comes to an agreement**
 19 **on any changes and then HCM facilitates**
 20 **getting those changes into the system.**

21 Q. Are you aware of any instances
 22 in which a business unit leader has disagreed
 23 with the comp committee as to a particular
 24 employee's compensation?

25 **A. I can't think of an instance**

1 **where those two parties that you mentioned**
 2 **disagree and were not able to reach a**
 3 **consensus on the final number for round one.**

4 Q. Is there an IMD policy about
 5 what would happen if the two parties were not
 6 able to reach agreement who would have the
 7 authority to assign the final number?

8 MS. SULLIVAN: Objection vague.

9 A. Can you rephrase the question.

10 Q. If the compensation committee
 11 and business unit leaders were not able to
 12 reach agreement about a particular employee's
 13 compensation, does IMD have a policy
 14 regarding who would make the final decision?

15 MS. SULLIVAN: Same objection.

16 A. Usually the two parties are
 17 able to come to an agreement, but in a
 18 hypothetical situation where they were not
 19 able to do so, the IMD compensation
 20 committee's role is to review recommendations
 21 across the division. They also do have a
 22 broader perspective on the relative
 23 contributions of each business to the
 24 division's results as well as the forward
 25 strategy of the division and what the

1 priorities are and so if they have again
 2 either macro or individual specific changes
 3 that they feel would be more appropriate and
 4 help retain employees in the areas where we
 5 need them the most, then they can make those
 6 changes.

7 Q. I believe you said that the
 8 next step after the compensation committee
 9 meeting is that IMD submits its round one
 10 compensation recommendation to the firm; is
 11 that right?

12 **A. That's right.**

13 Q. Is that submitted to firm wide
 14 comp?

15 **A. It's submitted to firm wide**
 16 **comp.**

17 Q. Are you aware of any instances
 18 in which the compensation committee has
 19 challenged any business unit leader's
 20 decision about an employee?

21 MS. SULLIVAN: Objection vague.

22 A. I don't know that I would use
 23 the word challenged. During these sessions
 24 they engage in a discussion and the
 25 compensation committee asks questions to

1 clarify and understand why allocations were
 2 made the way they were.

3 Q. Are you aware of any instances
 4 in which the compensation committee has asked
 5 questions to clarify and understand why
 6 allocations were made the way they were to a
 7 particular employee?

8 **A. Yes, there have been instances.**

9 Q. Can you tell me why the
 10 compensation committee questioned the business unit leader
 11 about that allocation decision in those
 12 instances?

13 MS. SULLIVAN: Objection vague.

14 A. Can you repeat or rephrase the
 15 question?

16 Q. Can you tell me what instances
 17 you are thinking of?

18 **A. They vary, but as an example**
 19 **the compensation committee may ask why an**
 20 **employee in a business that is performing not**
 21 **so well in a relative basis to other**
 22 **businesses is up in compensation from year**
 23 **over year and the response hypothetically**
 24 **speaking could be that even though the**
 25 **business in that market was challenged this**